

300 ACADEMY STREET  
CAMBRIDGE, MD 21613-1865

101 BAY STREET  
EASTON, MD 21601-2718

11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION  
10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

30 WEST PATRICK STREET  
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET  
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2001

August 1, 1996

via FEDERAL EXPRESS

Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423  
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1557  
(Sixth funding)

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

Bill of Sale dated June 28, 1996 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Bill of Sale dated March 18, 1996 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which was recorded with the STB on March 20, 1996 at 4:05 p.m., under Recordation No. 19982.

Also enclosed is a check in the amount of \$21.00 to cover the costs of recording this document.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, a Professional Corporation, 10 Light Street, 8th Floor, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. Please call me at (410) 385-3425 if you have any questions.

Sincerely,

*Michele E. Sperato*  
Michele E. Sperato

Secretary to John A. Stalfort

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

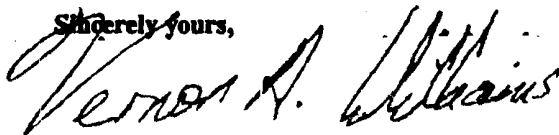
8/19/96

John A. Stalfort -Esquire  
Miles & Stockbridge  
10 Light Street  
Baltimore, Maryland 21202-1487

Dear

Sir:  
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on at , and  
assigned recordation number(s). 8/19/96 1:35PM  
19982-E and 19983-F.

Sincerely yours,

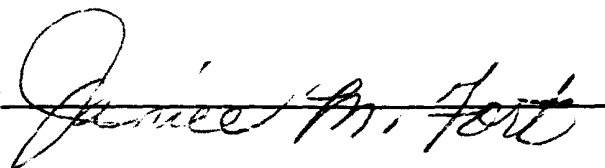


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

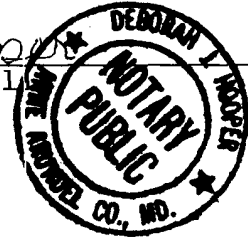


STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 1st day of August, 1996.

Deborah G. Hooper  
Notary Public



My Commission Expires: 7/27/98

19982-E

BILL OF SALE

AUG - 1996 PM

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated March 18, 1996 between Southern Illinois Railcar Company and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Bunge Corporation pursuant to the Lease Agreement dated as of September 1, 1995 between the undersigned and Bunge Corporation.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR CO. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 31st day of July, 1996.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

Nichelle Hudson

By: [Signature] (SEAL)  
Name: GARY J. GOODMAN  
Title: VICE PRESIDENT

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of July, 1996, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself to be the Vice President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Gary J. Goodman.

AS WITNESS my hand and Notarial Seal.



(SEAL)

Janice A. Tweedy  
Notary Public

My Commission Expires:

B:FN155717.BOS/So.Ill(Bunge)/Disk1

SCHEDULE ADESCRIPTION OF RAILCARS

<u>Former Car Number</u>	<u>Current Car Number</u>	<u>Capacity</u>
AEX 824	SIRX 824	4650
AEX 883	SIRX 883	4650
AEX 803	SIRX 803	4650
AEX 814	SIRX 814	4650
AEX 859	SIRX 859	4650
AEX 888	SIRX 888	4650
AEX 852	SIRX 852	4650
AEX 849	SIRX 849	4650
AEX 808	SIRX 808	4650
AEX 820	SIRX 820	4650
AEX 870	SIRX 870	4650
AEX 876	SIRX 876	4650
AEX 897	SIRX 897	4650
AEX 805	SIRX 805	4650
AEX 829	SIRX 829	4650
AEX 834	SIRX 834	4650
AEX 836	SIRX 836	4650
AEX 838	SIRX 838	4650
AEX 866	SIRX 866	4650
AEX 867	SIRX 867	4650
AEX 878	SIRX 878	4650
AEX 879	SIRX 879	4650
AEX 893	SIRX 893	4650
AEX 806	SIRX 806	4650
AEX 828	SIRX 828	4650
AEX 875	SIRX 875	4650
AEX 890	SIRX 890	4650
AEX 894	SIRX 894	4650
AEX 813	SIRX 813	4650
AEX 846	SIRX 846	4650
AEX 864	SIRX 864	4650
AEX 873	SIRX 873	4650
AEX 899	SIRX 899	4650
AEX 827	SIRX 827	4650
AEX 857	SIRX 857	4650
CLNX 1128	SIRX 1128	4700
AEX 31025	SIRX 31025	4650
AEX 31052	SIRX 31052	4650
ATSF315170	{SIRX460273	4600
ATSF315072	{SIRX460243	4600